

Lode Gold Resources Sets Date for Shareholder Meeting to Approve Plan of Arrangement for Spinout Monday, March 10, 2025 at 10 AM MST

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[Lode Gold Resources Inc.](#) (TSXV: LOD) (OTCQB: LODFF) ("Lode Gold" or the "Company") is pleased to announce that a shareholder meeting has been scheduled to approve the plan of arrangement for the tax-efficient spinout of [Gold Orogen](#). The meeting will take place on Monday, March 10, 2025, at 10:00 AM MST. Details regarding Lode Gold's Annual General Meeting (AGM) are available on our website: <https://lode-gold.com/investors/2024-agm/>.

The two companies will trade as separate entities upon court filing with the court, 5 to 10 days after shareholder and TSX-V approval.

Before the Record Date, all Lode Gold shareholders will receive Gold Orogen spinout shares. The Company plans to close its private placement by March 10, 2025. Each \$0.18 unit includes one common share and a warrant, allowing the holder to buy a share at \$0.35 for three years after closing.

Upon completion of the spin-off, the Companies will be structured as follows:

Gold Orogen (Spin Co.)

Gold Orogen is an exploration pure play with two choice assets. Both assets are located in highly prospective areas and each can potentially be a company maker and a standalone asset.

Asset 1:

- 27 km strike, 99.5 km² in Yukon, prolific Tombstone Belt (Snowline, 3 Aces, Rackla)
- Total of 4 Reduced Intrusive Targets (RIRGS similar to Snowline)

Confirmed on WIN:

- Signature host rocks, hornfels and reduced intrusives
- High bismuth to gold ratio, gold-bearing sheeted quartz veins

Asset 2:

- New Brunswick: created one of the largest land packages at 445 km²
- Geological analogue to New Found Gold, Galway, Calibre Mining
- Confirmed gold endowment - mineralized rhyolites (same geology as Puma-Kinross)

Lode Gold (Parent): Underground Mine Potential (previously mined at 10.7 g/t Au)

The Fremont Gold project is located on the Mother Lode Belt Lode Gold on patented private land in Mariposa County. Lode Gold is the first owner since mining suspension in 1942, to evaluate the project as an underground opportunity.

- Fremont: 4km strike on the Mother Lode Belt

- Private patented land: 3,351 acres, 100% owned in Mariposa County (Need County Approval; 5 Supervisors oversee County*) *County: 17,000 and Town: 2,000 people
- Mariposa is designated as one of Trump Administration's Opportunity Zones, designated for expedited investments and tax incentives
- California: 700 permitted mines; 14 gold mines
- Target: 2 Moz underground 4 g/t Au (Previously mined in the 1930's at 10.7 g/t)
- Typical Orogenic Deposit with Structure & Controls
- 3 Step-Out Holes hit structure and were mineralized (up to 1300m)
- 2 nearby mines were up to 1,800m deep at 13 g/t
- Brownfield with 23 km of underground workings and over 43,000 m drilled (cores preserved)
- Only 8% of the MRE exploited; mostly in the first 250 m; much has been left unmined
- 2023 MRE: 1 Moz (M&I) + 2 Moz (Inf)
- 2023 PEA at USD \$2,000/oz Au: After-tax NPV (5%) USD \$370M, 31% IRR, 11 years LOM
- Close to road, rail, power, water
- Mine suspended in 1942 for the war effort

About Lode Gold

Lode Gold (TSXV: LOD) is an exploration and development company with projects in highly prospective and safe mining jurisdictions in Canada and the United States.

In Canada, its Golden Culvert and WIN Projects in Yukon, covering 99.5 km² across a 27-km strike length, are situated in a district-scale, high grade gold mineralized trend within the southern portion of the Tombstone Gold Belt. A total of four RIRGS targets have been confirmed on the property. A NI 43-101 technical report has been completed in May 2024.

In New Brunswick, Lode Gold has created one of the largest land packages with its Acadian Gold JV Co; consisting of an area that spans 445 km² and a 44 km strike. McIntyre Brook covers 111 km² and a 17-km strike in the emerging Appalachian/Iapetus Gold Belt; it is hosted by orogenic rocks of similar age and structure as New Found Gold's Queensway Project. Riley Brook is a 335 km² package covering a 26 km strike of Wapske formation with its numerous felsic units. A NI 43-101 technical report has been completed in August 2024.

In the United States, the Company is advancing its Fremont Gold project. This is a brownfield project with over 43,000 m drilled and 23 km of underground workings. It was previously mined at 10.7 g/t Au in the 1930's.

Mining was halted in 1942 due the gold mining prohibition in World War Two (WWII) just as it was ramping up production. Unlike typical brownfield projects that are mined out, only 8% of the veins have been exploited. The Company is the first owner to investigate an underground high grade mine potential at Fremont.

The project is located on 3,351 acres of private and patented land in Mariposa County. The asset is a 4 km strike on the prolific 190 km Mother Lode Gold Belt, California that produced over 50,000,000 oz of gold and is instrumental in the creation of the towns, the businesses and infrastructure in the 1800s gold rush. It is 1.5 hours from Fresno, California. The property has year-round road access and is close to airports and rail.

Previously, in March 2023 the company completed an NI 43 101 Preliminary Economic Assessment ("PEA"). A sensitivity to the March 31, 2023 PEA at USD \$2,000/oz gold gives an after-tax NPV of USD \$370M and a 31% IRR over an 11-year LOM. At \$1,750 /oz gold, NPV (5%) is \$217M. The project hosts an NI 43-101 resource of 1.16 Moz at 1.90 g/t Au within 19.0 MT Indicated and 2.02 Moz at 2.22 g/t Au within 28.3 MT Inferred. The MRE evaluates only 1.4 km of the 4 km strike of Fremont property. Three step-out holes at depth (up to 1200 m) hit structure and were mineralized.

All NI 43-101 technical reports are available on the Company's profile on SEDAR+ (www.sedarplus.ca) and the Company's website (www.lode-gold.com)

ON BEHALF OF THE COMPANY

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Cautionary Note Related to this News Release and Figures

This news release contains information about adjacent properties on which the Company has no right to explore or mine. Readers are cautioned that mineral deposits on adjacent properties are not indicative of mineral deposits on the Company's properties.

Cautionary Statement Regarding Forward-Looking Information

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release includes "forward-looking statements" and "forward-looking information" within the meaning of Canadian securities legislation. All statements included in this news release, other than statements of historical fact, are forward-looking statements including, without limitation, statements with respect to the use of proceeds, advancement and completion of resource calculation, feasibility studies, and exploration plans and targets. Forward-looking statements include predictions, projections and forecasts and are often, but not always, identified by the use of words such as "anticipate", "believe", "plan", "estimate", "expect", "potential", "target", "budget" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions and includes the negatives thereof.

Forward-looking statements are based on a number of assumptions and estimates that, while considered reasonable by management based on the business and markets in which the Company operates, are inherently subject to significant operational, economic, and competitive uncertainties, risks and contingencies. These include assumptions regarding, among other things: the status of community relations and the security situation on site; general business and economic conditions; the availability of additional exploration and mineral project financing; the supply and demand for, inventories of, and the level and volatility of the prices of metals; relationships with strategic partners; the timing and receipt of governmental permits and approvals; the timing and receipt of community and landowner approvals; changes in regulations; political factors; the accuracy of the Company's interpretation of drill results; the geology, grade and continuity of the Company's mineral deposits; the availability of equipment, skilled labour and services needed for the exploration and development of mineral properties; currency fluctuations; and impact of the COVID-19 pandemic.

There can be no assurance that forward-looking statements will prove to be accurate and actual results, and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include a deterioration of security on site or actions by the local community that inhibits access and/or the ability to productively work on site, actual exploration results, interpretation of metallurgical characteristics of the mineralization, changes in project parameters as plans continue to be refined, future metal prices, availability of capital and financing on acceptable terms, general economic, market or business conditions, uninsured risks, regulatory changes,

delays or inability to receive required approvals, unknown impact related to potential business disruptions stemming from the COVID-19 outbreak, or another infectious illness, and other exploration or other risks detailed herein and from time to time in the filings made by the Company with securities regulators, including those described under the heading "Risks and Uncertainties" in the Company's most recently filed MD&A. The Company does not undertake to update or revise any forward-looking statements, except in accordance with applicable law.

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